

# **EXHIBIT B**

## IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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	:	
IN RE MEDCO HEALTH SOLUTIONS, INC.	:	
SHAREHOLDERS LITIGATION	:	<u>Cons. C.A. No. 6720-CS</u>
	:	
_____	x	

**[PROPOSED] STIPULATED ORDER OF CASE MANAGEMENT**

IT IS HEREBY STIPULATED AND AGREED this \_\_\_\_ day of October, 2011,  
that the following schedule shall govern the proceedings in the above-captioned action:

Plaintiffs' Filing of Consolidated Amended Complaint	On or before October 26, 2011
Production of core documents (i.e. board minutes, presentations, banker materials, and drafts of merger agreements)	On or before October 28, 2011
Substantial Completion of Agreed Upon Document Production	On or before November 8, 2011
Fact and Expert Depositions	Commence on or after November 8, 2011 and shall be completed on or before November 21, 2011.
Filing of Plaintiffs' Opening Brief in Support Of Motion For Preliminary Injunction (and Any Supporting Affidavits)	On or before November 23, 2011, at 5:00 p.m.
Filing of Defendants' Answering Briefs in Opposition to Plaintiffs' Motion for Preliminary Injunction (and Any Supporting Affidavits)	On or before November 28, 2011, at 3:00 p.m.
Filing of Plaintiffs' Reply Brief in Support of Motion for Preliminary Injunction (and Any Supporting Affidavits)	On or before November 30, 2011, at 5:00 p.m.

Hearing on Plaintiffs' Motion for Preliminary Injunction	December 6, 2011 at 9:00 a.m.
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a. The parties shall coordinate discovery in this action and in the action titled *In re Medco/Express Scripts Merger Litigation*, Civil Action No. 11-4211(DMC)(MF), currently pending in the United States District Court for the District of New Jersey (the "Federal Action"), such that, so long as discovery proceeds in the Federal Action, all documents produced by defendants in either action are available to plaintiffs in both actions and individual witnesses are not deposed on separate occasions in both actions prior to the preliminary injunction hearing in this action.

b. Except for the dates for Plaintiffs' Reply Brief in Support of Motion for Preliminary Injunction and for the Hearing on Plaintiff's Motion for Preliminary Injunction, the dates set forth above may be modified by agreement of the parties.

c. No evidence by way of affidavit or declaration shall be submitted in support of plaintiffs' motion for a preliminary injunction or in opposition thereto without affording a full opportunity for deposition of the affiant or declarant.

SO STIPULATED:

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SO ORDERED this \_\_\_\_\_ day of October, 2011:

\_\_\_\_\_  
Chancellor Leo E. Strine